

Sample Bylaws for a Congregation

This document contains two different styles of bylaws for a particular congregation. The first is adapted from a sample found on the PCUSA web site. The second is based on bylaws of several of our local churches. Both meet the basic requirements for bylaws in the Stated of Maryland and both meet the requirements of the new Book of Order (2011-2013).

Changes that may need to be made in your bylaws because of the new Book of Order:

1	Define the quorum for a congregational meeting
2	May define the quorum for a session (in bylaws or in session manual)
3	Define the way congregational meetings are announced
4	Determine the use of Robert's Rules in congregational meetings
5	Make explicit no votes by proxy in congregational meetings
6	Define the size and makeup of the nominating committee
7	Determine how congregational meeting minutes will be approved.

Quorums for congregational meetings and for sessions are no longer defined.

1. According to G-1.0501, "Congregations shall provide by rule the quorum necessary to conduct business." The concern is that without a defined quorum, congregations will be held to the Robert's Rules default quorum of one more than half of the active members. The quorum defined in the 2009-2011 Book of Order is "not less than one-tenth of the members" nor fewer than three members. [G-7.0305 in the older Book of Order}. The quorum should be defined in your church's bylaws.
2. According to G-3.0203, "Sessions shall provide by rule for a quorum for meetings; such quorum shall include the moderator and either a specific number of ruling elders or a specific percentage of those ruling elders in current service on the session." The old rule was the moderator and one third of the elders, but not fewer than two elders. I recommend that this quorum also be in your bylaws, although it could be in the session's manual of administrative operations.

Some rules for congregational meetings are not as explicit as they were in the former Book of Order.

3. "Adequate public notice for all congregational meetings" [G-1.0502] is required, but your congregation may decide just what constitutes adequate notice. The old rule [G-7.0303b] was "Public notice of the meeting shall be given on two successive Sundays. The meeting may be convened following the notice given on the second Sunday." Your definition of "adequate public notice" should be in your bylaws.
4. Use of Robert's Rules or other parliamentary procedure for congregational meetings was required in the old Book of Order [G-7.0302c] "All meetings of the congregation shall be conducted in accordance with the most recent edition of *Robert's Rules of Order*, or a comparable parliamentary authority adopted by the congregation, except in those cases where this Constitution provides otherwise." The new Book of Order has this requirement for all meetings of councils, but does not mention this for congregations. You may want to specify this in your bylaws.

5. The new and old Books of Order state that all active members present at a congregational meeting may vote. The old one allows proxy voting on corporate matters only when civil law requires it. Your congregation may want to state explicitly in your bylaws that you do not allow voting by proxy.
6. The congregation may be more flexible about the size and makeup of a congregational nominating committee [G-2.0401]. The new requirement is three active members, with one an active ruling elder. Your congregation may want to include a deacon, to specify a number of at-large members, to specify more than one ruling elder, or to specify the requirements for the chair of the committee. Your congregation should specify the membership requirements in your bylaws.
7. The pre-2011 Book of Order says, in G-7.0307, "If the congregation does not approve the minutes of a congregational meeting before adjournment, the session shall read, correct, and approve the minutes of that congregational meeting at its next scheduled meeting and shall enter them into the permanent record." Later editions do not have that provision. So if the norm for your congregation is to have the session approve the minutes of a congregational meeting, you should include that in your bylaws.

Sample 1
Sample Bylaws of the Particular Church

I. Statement of Purpose or Mission

The Presbyterian Church of _____ has been called by God and organized to proclaim the good news of Jesus Christ, to minister to the needs of members of the congregation and residents of the community, and to promote peace and justice in the world.

II. Relation to the Presbyterian Church (U.S.A.)

The _____ Presbyterian Church is a member church of the Presbytery of Baltimore in the Synod of the Mid-Atlantic of the Presbyterian Church (U.S.A.).

III. Governance of the Church

This church shall be governed in accordance with the *Constitution of the Presbyterian Church (U.S.A.)*. Consistent with that *Constitution*, these bylaws shall provide specific guidance for this church. *Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

IV. Meetings of the Church

There shall be an annual meeting of the congregation _____ in the first month after the close of the fiscal year, at which at least the following business shall be presented: annual reports from organizations and the session (information only), financial report for the preceding year, budget for the current year (information only), changes in the terms of call for the pastor(s), nominating committee report for church officers (G-1.0501), electing members to serve on the nominating committee.

Special meetings may be called by the session. Such calls shall state clearly the purpose of such special meetings, and business shall be restricted to that which is specified in the call. (G-1.0501)

V. Notice of Meetings

Adequate public notice of all congregational meetings shall be given, including notice given at regular services of worship prior to the meeting. *Own rule of minimum notification specified* (G-1.0502). For example: Public notice of all congregational meetings shall be given on two successive Sundays prior to the meeting.

VI. Moderator

The pastor shall moderate the meetings. If there are co-pastors, they shall alternately preside at meetings. When the church is without a pastor, the moderator appointed by the presbytery shall preside. If it is impractical for the pastor or the moderator of the session appointed by the presbytery to preside, he or she shall invite, with the concurrence of the session, another minister of the presbytery to preside. When this is not expedient, and when the pastor or the moderator concur, a member of the session may be invited to preside. (G-1.0504)

VII. Secretary

The clerk of session shall serve as secretary. If the clerk is not present or is unable to serve, the congregation shall elect a secretary.

VIII Minutes of the Meeting

The minutes of the meeting recorded by the secretary shall be attested by the moderator and the secretary and recorded in the minute book of the session. (G-1.0505)

IX. Quorum for the Meeting

The quorum of a meeting of the congregation shall be the moderator, the secretary, and _____ members, but under no circumstances shall it be fewer than _____ of the active members of the congregation. Consistent with the laws of the state of Maryland, a quorum shall be _____ active members on corporate matters. The secretary shall determine that a quorum is present. All active members of the congregation present at either annual or special meetings are entitled to vote (G-1.0501). Consistent with the laws of the state of Maryland, voting on corporate matters is restricted to active members age 18 or above. Voting by proxy is not allowed, consistent with the laws of the state of Maryland.

X. Incorporation

In accordance with the laws of the state of Maryland, the congregation shall cause a corporation to be formed. Consistent with the laws of this state, both ecclesiastical and corporate business may be conducted at the same meeting of the congregation. (G-1.0503). Since the pastor or moderator is not a member of the corporation, consistent with Article VI, a member of the session shall be invited to moderate the meeting when corporate matters appear on the agenda. The elders serving on the session shall serve at the same time as trustees.

XI. Nominating Committee

(See G-2.0401)

- (1) There shall be _____ active members on the nominating committee. (At least three)
- (2) One of the members shall be a ruling elder who is currently serving on the session.
- (3) The pastor shall be a member ex officio and without vote.
- (4) Any active member may make nominations from the floor of the congregational meeting.
- (5) A majority of all active members present and voting shall be required to elect.

XII. Elders

The congregation shall elect _____ elders divided into three equal classes, one class of whom shall be elected each year at the annual meeting (or the congregational meeting called for the purpose of electing officers) for a three-year term. No elder shall serve for consecutive terms, either full or partial, aggregating more than six years. An elder having served a total of six years shall be ineligible for reelection to the session for a period of at least one year.

The session, at its first meeting following the annual meeting (or the meeting following the installation of officers), shall elect an elder to serve as clerk and shall form such committees as necessary to carry out its work. At that same meeting of the session, the session shall annually elect a treasurer. A quorum for the session shall be the pastor or designated moderator and one third of the elders.

XIII. Deacons

The congregation shall elect _____ deacons divided into three equal classes, one class of whom shall be elected each year at the annual meeting (or the congregational meeting called

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for the purpose of electing officers) for a three-year term. No deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. A deacon having served a total of six years shall be ineligible for reelection to the board of deacons for a period of at least one year.

The board of deacons, at its first meeting following the annual meeting (or the meeting following the installation of officers), shall elect a moderator and a secretary from among its members and shall form such committees as necessary to carry out its work.

The pastor shall be an advisory member of the board of deacons. A quorum for the board of deacons shall be one third of the members, including the moderator.

XIV. Trustees

The elders in active service on the session who have reached the age of eighteen will be the trustees of the corporation. The quorum for the trustees will be the same as the quorum for the session, and the convening of a session meeting will convene a meeting of the board of trustees. The minutes of the session will be the minutes of the board of trustees. The moderator of the session will preside over the meetings of the trustees. The board of trustees will elect a president of the corporation at the first session meeting after the annual congregational meeting of the year (or at the first session meeting after the installation of elders). The clerk of session will be the secretary of the corporation.

XIV. Vacancies

Vacancies on the session or the board of deacons may be filled at a special meeting of the congregation or at the annual meeting, as the session may determine.

XV. Amendments

These bylaws may be amended subject to the Articles of Incorporation, the laws of the state of Maryland and the *Constitution of the Presbyterian Church (U.S.A.)* by a two-thirds vote of the voters present, providing that the proposed changes in printed form shall have been distributed at the same time as the call of the meeting at which the changes are voted upon.

Sample 2

**BYLAWS OF THE CONGREGATION
_____ PRESBYTERIAN CHURCH
ADOPTED _____**

- I. CONGREGATION AND CORPORATION. These Bylaws govern both the congregation and Corporation of _____ PRESBYTERIAN CHURCH of the CITY OF _____ acting as a particular congregation of the Presbytery of Baltimore of the Presbyterian Church (U.S.A.) and as a corporation incorporated under the laws of the State of Maryland on _____. These Bylaws are an amplification of the authority and provisions of the Presbyterian Church (U.S.A.) which are stated in the Book of Order particularly in Chapter 1 of the Form of Government (G-1), and which authority and provisions shall govern all matters except those specifically stated in these Bylaws.
- II. MEETINGS OF THE CONGREGATION. The congregation will meet annually in (month) of each year to review the adequacy of the compensation of the pastor(s) upon report of the prior review by the session, and to conduct such other business as may properly come before the congregation. Other congregational meetings may be called as necessary; business to be transacted shall be limited to items specifically listed in the call of the meeting. Public notice of all congregational meetings shall be given on two successive Sundays prior to the meeting. All members on the active roll are eligible to vote. The quorum of a meeting of the congregation shall be the moderator, the secretary, and _____ of the active members, but under no circumstances shall it be fewer than _____ of the active members of the congregation.
- III. SESSION. The session will consist of _____ elders in addition to the pastor and any co-pastors or associate pastors. The quorum for the session shall be the pastor or designated moderator and one third of the elders but no fewer than two, except for the reception and dismission of members, when the quorum shall be the moderator and two members of the session.
- IV. TRUSTEES. The elders in active service on the session who have reached the age of eighteen will be the trustees of the corporation. The quorum for the trustees will be the same as the quorum for the session, and the convening of a session meeting will convene a meeting of the board of trustees. The minutes of the session will be the minutes of the board of trustees. The moderator of the session will preside over the meetings of the trustees. The board of trustees will elect a president of the corporation at the first session meeting after the annual congregational meeting of the year. The clerk of session will be the secretary of the corporation.

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- V. **TREASURER.** The session will elect a treasurer, who will be the treasurer of the corporation, at the first session meeting after the annual congregational meeting.
- VI. **DEACONS.** There will be a board of deacons consisting of _____ persons. The congregation will elect it, and it will have those duties and responsibilities stated in the Book of Order (G-6.0402) and such others as may be assigned by the session.
- VII. **ELECTION OF OFFICERS.** The election of elders and deacons shall take place at a meeting of the congregation called for that purpose on _____ of each year, with ordination and installation taking place on the _____. A representative nominating committee of active members of the church shall make nominations. At least two members of this committee shall be elders designated by the session, one of whom shall be currently on the session and serve as moderator of the committee. At least one member of this committee shall be designated by and from the board of deacons. Other members of the committee, none of whom may be in active service on the session or in active service on the board of deacons and in sufficient number to constitute a majority thereof, (exclusive of the pastor, who serves *ex officio* and without vote), shall be chosen by the congregation.
- VIII. **ANNUAL REVIEW OF COMPENSATION.** The session will conduct an annual review of the compensation of all employees, bringing to the congregation at its annual meeting specific recommendations in regard to proposed changes in the Call of the pastor or pastors. These recommendations must be approved by the congregation and concurred by the presbytery.
- IX. **FISCAL YEAR.** The fiscal year of the Corporation shall be *January 1 – December 31*.
- X. **INDEMNIFICATION.** Each trustee and officer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred in connection with any action, suit, or proceeding to which the trustee or officer may be made a party by reason of being or having been a trustee or officer of the Corporation (whether or not he or she continues to be a trustee or officer at the time of incurring such expenses), except in relation to matters as to which he or she shall finally be adjudged in such action, suit, or proceeding to be personally liable. The foregoing right of indemnification shall not be exclusive of other rights to which any trustee or officer may be entitled as a matter of law.
- XI. **ADOPTION, SUSPENSION, AND AMENDMENT.** These Bylaws will be considered adopted when approved by a two-thirds vote of the membership present at the meeting the call of which included advice that Bylaws were to be considered, provided that copies of the Bylaws are made available to all eligible voters during the time required for the call of the meeting. The Bylaws may be amended in the same manner in which they were adopted. They may be suspended by a two-thirds vote of the congregation present at a congregational meeting called for this purpose, provided that all provisions of the constitution of the Presbyterian Church (U.S.A.) continue to be adhered to.

Sample 2

NOTES:

Changes that may be desired or required for individual congregations include but are not necessarily limited to information in paragraphs:

- II. Annual congregational meeting may be on a specific Sunday or, as in this document, specified as being any Sunday within a particular month or within some range of Sundays, such as “from the 4th through the 6th Sunday of the year”. The quorum may be set as a percentage or fraction of the active membership. The Book of Order prior to 2011-2013 set the quorum as one-tenth of the membership, but no fewer than three.
- III. Quorum figure for Session meetings may be set by vote of the session, as indicated in the Book of Order. If not stated in the bylaws, then the quorum should be documented in the Manual of Administrative Operations.
- IV. This document presupposes a unicameral system where active elders are trustees of the corporation. If a church has a separate Board of Trustees, the bylaws have to be altered appropriately.
- VI. The Book of Order allows for individually commissioned deacons. If the particular church has these, the bylaws should be modified to indicate that.
- VII. This sample is written assuming churches have an annual meeting of the congregation to review pastor’s compensation, receive reports, etc., and a second congregational meeting to elect officers. Some churches may designate only one meeting for both tasks, and the bylaws should be reorganized to fit that situation.
 - The designation for dates of congregational meetings and installation of officers may be set for a specific Sunday, (i.e.) “first Sunday in June”, or for a less specific date, “a Sunday in the month of June”.
 - The congregation may set the quorum for congregational meetings and that must be indicated in the bylaws.
- A particular congregation may desire other additions or alterations to this document. An attorney should review any major changes. Some content, such as in Paragraph I, may contain statements that should be included in any set of bylaws adopted by a congregation.